

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:

RMS TITANIC, INC., *et al.*,¹

Debtors.

Case No. 3:16-bk-02230-PMG
Chapter 11 (Jointly Administered)

**STIPULATION BETWEEN PREMIER EXHIBITIONS, INC. AND THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
RESPECTING WITHDRAWAL OF OPPOSITIONS TO AND CONSENT TO
ENGAGEMENT OF GLASSRATNER ADVISORY AND CAPITAL GROUP
LLC, AS FINANCIAL ADVISOR TO THE DEBTORS AND OF TENEO
CAPITAL LLC AS FINANCIAL ADVISOR TO THE EQUITY COMMITTEE**

WHEREAS:

On or about September 30, 2016, Premier Exhibitions, Inc. filed its *Application of the Debtors for Entry of an Order Pursuant to 11 U.S.C. §§ 327(a), 328(a), and 1107(b) Authorizing Employment of GlassRatner Advisory & Capital Group LLC as Financial Advisors and Chief Restructuring Officer for the Debtors and Debtors in Possession Effective as of the Date Hereof* (the “GlassRatner Application”) [D.E. 247];

On or about October 28, 2016, the Equity Committee filed its *Application to Employ Teneo Securities as Financial Advisor to Equity Committee Nunc Pro Tunc to October 20, 2016 and for Related Relief* (the “Teneo Application”) [D.E. 313];

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

The Equity Committee filed an opposition to the GlassRatner Application [D.E. 286] to which the Debtors replied [D.E. 344] and the Debtors filed an opposition to the Teneo Application [D.E. 345] to which the Equity Committee replied [D.E. 350];

Thereafter the Debtors and the Equity Committee met and conferred and reached agreement, as set forth below, under which each will withdraw their opposition to retention of the other's financial advisors and agree to the respective retention of financial advisors by the other.

NOW THEREFORE IT IS HEREBY STIPULATED AND AGREED BY AND BETWEEN THE DEBTORS AND THE EQUITY COMMITTEE, as follows:

1. The Debtors withdraw their opposition to the Teneo Application authorizing the Equity Committee to enter into the Teneo Engagement Letter, a copy of which is attached as Exhibit A, and agree to entry of the order substantially in the form attached hereto as Exhibit B.

2. The Equity Committee withdraws its opposition to the GlassRatner Application authorizing the Debtors to enter into the GlassRatner Engagement Letter, a copy of which is attached as Exhibit C, and agrees to entry of the order substantially in the form attached as Exhibit D.

SO STIPULATED.

Dated: November 28, 2016.

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on November 28, 2016. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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